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TALLAHASSEE, FLORIDA

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/13

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*****78.75 *****78.75

Corporation(s) Name

Brown Tampa UPC, Inc.

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DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Withdrawal | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> UBR | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Ch. RA |
| <input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3 | | |

***Special Instructions**

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| <input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above | | |
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input type="checkbox"/> Will Wait |

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield
Thank You!

7/16/13

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
OCT 19 3 20 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Brown Tampa UPC, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland
(State or country under the law of which it is incorporated)
3. 52-2253550
(FEI number, if applicable)
4. July 13, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Has not yet transacted business in Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 225 East Redwood Street, Baltimore, Maryland 21202

(Current mailing address)
8. To serve as manager of Florida LLC which will own and operate property in Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
CUNNIE BRYAN
SPECIAL ASSISTANT SECRETARY
Cunnie Bryan
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John M. Prugh

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Vice Chairman: Peter E. Bancroft

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Director: Terry F. Hall

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John M. Prugh

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Vice President: Peter E. Bancroft

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Secretary: Terry F. Hall

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Treasurer: Timothy M. Gisriel

Address: 225 East Redwood Street

Baltimore, Maryland 21202

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Terry F. Hall
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terry F. Hall, Secretary
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

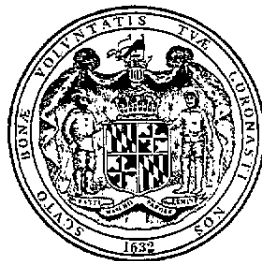
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BROWN TAMPA UPC, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 12, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000975446
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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